

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)
W.R. GRACE & CO., et al.,) Chapter 11
Debtors.) Case No. 01-1139 (JKF)
) (Jointly Administered)
) Related Dkt. Nos. 12022, 12379, 12896, 13019,
) 13421, 13509, 15690, 18883

**SEVENTH SUPPLEMENTAL DECLARATION OF ROGER FRANKEL UNDER
FED. R. BANKR. P. 2014 AND 5002 IN SUPPORT OF APPLICATION
FOR AN ORDER AUTHORIZING RETENTION AND EMPLOYMENT OF
ORRICK, HERRINGTON & SUTCLIFFE LLP AS BANKRUPTCY COUNSEL
TO DAVID T. AUSTERN AS FUTURE CLAIMANTS' REPRESENTATIVE**

I, ROGER FRANKEL, state:

1. I am a partner in the law firm of Orrick, Herrington & Sutcliffe LLP ("Orrick"), and maintain an office for the practice of law at 1152 15th Street, N.W., Washington, D.C. 20005. I am admitted to practice law before the Bars of the District of Columbia and the State of Maryland, and am authorized to execute this Seventh Supplemental Declaration on behalf of Orrick. Orrick is bankruptcy counsel to David T. Austern, the Future Claimants' Representative appointed by the Court in the above-captioned cases (the "FCR"), pursuant to an Order entered on May 8, 2006, which authorizes Orrick's employment effective as of February 6, 2006.

2. On March 9, 2006, I submitted my declaration pursuant to Rules 2014 and 5002 of the Federal Rules of Bankruptcy Procedure (the "Rules") in support of the Application of the FCR seeking the entry of an Order authorizing the retention and employment of Orrick as his bankruptcy counsel (the "Application") (Dkt. No. 12022). I have submitted supplemental declarations in support of the Application on August 1, 2006 (Dkt. No. 12896), August 21, 2006 (Dkt. No. 13019), October 18, 2006 (Dkt. No. 13421), October 27, 2006 (Dkt. No. 13509), May 18, 2007 (Dkt. No. 15690), and June 9, 2008 (Dkt. No. 18883).

3. Except as is otherwise provided below, the facts set forth in this declaration are based upon my personal knowledge, upon records maintained by Orrick in the ordinary course of its business which have been reviewed by me and/or by other partners or employees of Orrick at my direction, or upon information known by other partners or employees of Orrick and conveyed to me.

4. I make this Seventh Supplemental Declaration out of an abundance of caution, and not because I believe the matters set forth herein are within the scope of Rules 2014 or 5002.

5. Sarah Stahnke ("Ms. Stahnke") has joined Orrick as a summer associate in the Silicon Valley office. Prior to joining Orrick, Ms. Stahnke was a summer associate at Kirkland & Ellis LLP during the time period of May 19, 2008 through July 3, 2008.

6. Although there is no conflict between Orrick's continuing representation of the FCR in these bankruptcy cases and Ms. Stahnke's employment as a summer associate at Orrick, out of an abundance of caution, Orrick has established an ethical wall between Ms. Stahnke and the Orrick lawyers and staff working on these cases, such that Ms. Stahnke is not to work on or in any way be involved in any matter or discussion relating to these bankruptcy proceedings. Ms. Stahnke is not to be given access to any files or other information or communications relating to these bankruptcy proceedings. Further, Ms. Stahnke is not to communicate with any Orrick lawyers or staff involved in these matters, and such Orrick lawyers and staff are not to communicate with Ms. Stahnke, with respect to information she may have, if any, relating to the Debtors or these Chapter 11 bankruptcy proceedings.

7. Orrick will use reasonable efforts to identify any additional relevant fact or relationship not previously disclosed. If any such fact or relationship is discovered, Orrick will, as soon as reasonably practicable, file additional supplemental declarations with the Court.

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I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

/S/ ROGER FRANKEL
Roger Frankel

Executed on August 4, 2008